

Exhibit S to the Cisneros  
Declaration, Revised Version –  
Redacted

1 UNITED STATES DISTRICT COURT  
2 NORTHERN DISTRICT OF CALIFORNIA  
3 SAN JOSE DIVISION  
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6 IN RE: HIGH-TECH EMPLOYEE )  
7 ANTITRUST LITIGATION )  
8 ) No. 11-CV-2509-LHK  
9 THIS DOCUMENT RELATES TO: )  
10 ALL ACTIONS. )  
11 \_\_\_\_\_ )  
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15 VIDEO DEPOSITION OF SHONA BROWN  
16 January 30, 2013  
17  
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19 REPORTED BY: GINA V. CARBONE, CSR NO. 8249, RPR, CCRR  
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09:23:47 1 would be a very hands-on corporate strategy group.

09:23:55 2 Q. And could you elaborate what you mean by People  
09:23:57 3 Operations.

09:24:02 4 A. The People Operations group is a name that I  
09:24:06 5 chose because it -- primarily because the group was  
09:24:13 6 inclusive of human resources but broader than that.  
09:24:17 7 The focus was what you might call administrative G&A  
09:24:21 8 pieces so, for example, the chefs all used to work for  
09:24:24 9 me. We had quite a few of them. But it was inclusive  
09:24:28 10 of all of the traditional aspects of human resources,  
09:24:32 11 some parts that you might include in facilities, some  
09:24:36 12 parts you might include in finance.

09:24:39 13 Q. And you mentioned GMA. What does that stand  
09:24:44 14 for?

09:24:44 15 A. G&A, sorry. Functionally G&A, I guess it's  
09:24:49 16 general and administrative.

09:24:52 17 Q. Oh.

09:24:53 18 MR. RUBIN: G&A.

09:24:56 19 THE WITNESS: Yeah. Sorry. Ampersand.

09:25:00 20 MR. HARVEY: Q. Okay. In your role as vice  
09:25:01 21 president of business operations, you oversaw Google's  
09:25:06 22 recruiting, correct?

09:25:10 23 A. Yes. Recruiting was a -- was part of my  
09:25:13 24 group's mandate, and I would have had somebody -- I  
09:25:19 25 would have had somebody running recruiting, though I do

09:25:23 1 not recall at that time who it was to be honest.

09:25:25 2 Q. Is that the role Mr. Geshuri eventually  
09:25:28 3 occupied?

09:25:28 4 A. At one point in time, Mr. Geshuri was running a  
09:25:32 5 good chunk of recruiting.

09:25:42 6 Q. Was compensation part of your purview?

09:25:44 7 A. Yes. Compensation was also part of that People  
09:25:47 8 Operations group's purview.

09:25:50 9 Q. And so you had responsibility to design and  
09:25:56 10 supervise a -- pardon me, supervise compensation at  
09:26:00 11 Google company wide, correct?

09:26:03 12 A. I would say that that's a fair description,  
09:26:04 13 that the purview included design and monitoring and  
09:26:09 14 oversight for compensation programs across the company.  
09:26:12 15 Yes.

09:26:16 16 Q. And these responsibilities -- and these  
09:26:23 17 responsibilities, as you've described them, did you keep  
09:26:30 18 that -- those responsibilities until you moved to head  
09:26:37 19 Google.org?

09:26:41 20 A. No. I did not keep the responsibilities for  
09:26:44 21 that entire period of time. At a point, I actually  
09:26:50 22 transitioned all of the People Operations group under  
09:26:55 23 the responsibility of Laszlo Bock who did report to me.  
09:27:00 24 And then at a point in time, I moved Laszlo from  
09:27:04 25 reporting to me up to reporting to Eric so that I was no

09:27:07 1 longer operationally responsible for that group. That  
09:27:14 2 happened prior to me moving to my responsibilities with  
09:27:17 3 Google.org so I continued on in my responsibilities with  
09:27:22 4 business operations while not having any direct  
09:27:24 5 oversight over People Operations.

09:27:27 6 Q. What I'm trying to pinpoint is when those moves  
09:27:31 7 happened. So starting in I believe you said August of  
09:27:35 8 2003, you had this wider set of responsibilities  
09:27:37 9 reporting directly to Eric Schmidt.

09:27:41 10 When did you move what you described as People  
09:27:46 11 Operations to Laszlo Bock?

09:27:48 12 A. I don't actually recall specifically when  
09:27:53 13 Laszlo moved from reporting to me to reporting to Eric.

09:27:58 14 Q. But when did Laszlo Bock enter the picture so  
09:28:01 15 that he took over some of those responsibilities but  
09:28:03 16 reported to you?

09:28:06 17 A. I don't recall when we hired Laszlo, but I  
09:28:09 18 hired Laszlo to come in and work for me. And I gave him  
09:28:13 19 a set of responsibilities in People Operations. I don't  
09:28:17 20 recall if I gave him all of the pieces when he first  
09:28:21 21 joined or not, actually.

09:28:24 22 Ultimately, I gave him all of the pieces of  
09:28:26 23 People Operations, rolling up to him, reporting to me  
09:28:31 24 and then at some point in time, I transitioned him to  
09:28:34 25 report directly to Eric Schmidt.

10:03:18 1 MR. HARVEY: What kind of break do you want to  
10:03:19 2 take?  
10:03:20 3 MR. RUBIN: Ten minutes.  
10:03:20 4 MR. HARVEY: That's fine.  
10:03:21 5 THE VIDEOGRAPHER: The time is 10:03 a.m.  
10:03:23 6 We're going off the record. Sorry. This is end of  
10:03:29 7 video No. 1.  
10:03:30 8 Off the record.  
10:03:33 9 (Recess taken.)  
10:07:30 10 THE VIDEOGRAPHER: This is the beginning of  
10:18:48 11 video No. 2 in the deposition of Shona Brown. The time  
10:18:50 12 is 10:18 a.m.  
10:18:52 13 We're back on the record.  
10:18:56 14 MR. HARVEY: Q. I believe you mentioned  
10:18:57 15 earlier that Google recruited people, correct?  
10:19:03 16 A. Yes. Google recruited people.  
10:19:06 17 Q. And during your time at Google, Google grew at  
10:19:10 18 a rapid pace, correct?  
10:19:11 19 MR. RUBIN: Objection. Vague.  
10:19:17 20 THE WITNESS: Google grew significantly as an  
10:19:19 21 organization from the time that I joined through the  
10:19:21 22 period in question. Yes.  
10:19:24 23 MR. HARVEY: Q. And -- well, why don't I  
10:19:28 24 do this with more specificity. Give me one moment.  
10:19:56 25 I'm going to show you what has been marked as

10:19:59 1 Plaintiffs' Exhibit 634. If you could take a look at  
10:20:03 2 that and let me know when you're ready.

10:20:07 3 (Whereupon, Exhibit 634 was marked for  
10:20:07 4 identification.)

10:20:44 5 THE WITNESS: Okay. I'm ready.

10:20:47 6 MR. HARVEY: Q. So I'm just going to  
10:20:48 7 represent that this is a summary of data as produced  
10:20:52 8 by Google to plaintiffs in this case.

10:20:55 9 And you began work in 2003 when the total  
10:21:00 10 number of employees in Google's data was approximately  
10:21:04 11 1309, and for the most recent year, we have data, the  
10:21:08 12 total number of employees is 17,890.

10:21:12 13 That represents significant growth, correct?

10:21:16 14 A. Could I ask you a question about the data?

10:21:18 15 Q. Please.

10:21:19 16 A. Is this meant to be global data or U.S. only?

10:21:22 17 Q. U.S. only.

10:21:24 18 A. Okay. That makes sense.

10:21:28 19 When I started, there were, I think, slightly  
10:21:31 20 under a thousand people. It looks consistent with this  
10:21:34 21 data. I have no reason to believe this is wrong.

10:21:37 22 Q. Okay.

10:21:38 23 A. And the adjective used is irrelevant, really.

10:21:43 24 I mean, you can just look at the numbers and we were  
10:21:45 25 around a thousand, and as you point out, most recently

10:21:49 1 in the U.S., looks like a little under 18,000.

10:21:55 2 Q. Sure.

10:21:55 3 And Google experienced growth in the different  
10:21:58 4 categories of employees described in this document,  
10:22:00 5 correct?

10:22:01 6 MR. RUBIN: Objection. Vague.

10:22:06 7 THE WITNESS: We could go through each of the  
10:22:08 8 different functions line by line. And I didn't actually  
10:22:14 9 look to look quickly. But if I take engineering, for  
10:22:18 10 example -- well, it's unclear from this data, actually,  
10:22:25 11 to be honest, how many employees you're growing and in  
10:22:29 12 each of the different, because it's all in percentiles  
10:22:34 13 based. So we would have to debunk that into absolutes  
10:22:38 14 to be clear but....

10:22:38 15 MR. HARVEY: Q. Sure.

10:22:38 16 A. I agree with you in the aggregate the  
10:22:40 17 organization is getting bigger. I can't tell you  
10:22:42 18 exactly from this precisely which function is growing,  
10:22:46 19 quote/unquote, rapidly.

10:22:50 20 Q. Drawing on your own personal experience, you  
10:22:52 21 know --

10:22:53 22 A. Yes.

10:22:53 23 Q. -- regardless --

10:22:53 24 A. Yes.

10:22:53 25 Q. -- of what this says here --



10:22:55 1 A. Yes.

10:22:57 2 Q. -- Google recruited for employees for a variety  
10:23:00 3 of different titles and job responsibilities, correct?

10:23:04 4 A. We had a large -- we were growing a diverse  
10:23:09 5 operating company, I would say unlike if you were, for  
10:23:12 6 example, hiring into a law firm where you are typically  
10:23:16 7 bringing in people in very similar roles and similar  
10:23:19 8 levels, so the number of different roles you're  
10:23:21 9 recruiting for is quite small.

10:23:22 10 In contrast, in an operating company when  
10:23:24 11 you're building it and as you get bigger, that grows.  
10:23:28 12 You have a wide variety of roles that you're hiring for.  
10:23:32 13 Yes.

10:23:34 14 Q. Okay. And why don't we focus on the recruiting  
10:23:37 15 part of that hiring for a moment.

10:23:39 16 A. Sorry, what do you mean by the recruiting part  
10:23:40 17 of hiring? I don't actually know.

10:23:43 18 Q. Is that because, to you, hiring is part of  
10:23:45 19 recruiting?

10:23:47 20 MR. RUBIN: I think she's just asking you for a  
10:23:49 21 clarification.

10:23:50 22 THE WITNESS: Can you just clarify what you  
10:23:51 23 mean by recruiting.

10:23:53 24 MR. RUBIN: She's just asking you to clarify  
10:23:54 25 your question.

10:41:51 1 you have an understanding of whether Google had a  
10:41:53 2 philosophy concerning pay?

10:41:56 3 A. When I started at Google in 2003, we didn't  
10:42:01 4 have a stated philosophy. By that I mean, we didn't  
10:42:08 5 have a set of specific do's and don'ts, or rules or  
10:42:16 6 points of view on specific ways we would develop or  
10:42:22 7 target pay. None of that existed that needed to be  
10:42:28 8 developed.

10:42:29 9 Q. So in 2003, it was essentially a free-for-all  
10:42:32 10 when it came to compensation at Google?

10:42:35 11 MR. RUBIN: Objection. Mischaracterizes prior  
10:42:37 12 testimony.

10:42:38 13 THE WITNESS: I wouldn't characterize our pay  
10:42:40 14 practice as a free-for-all. I would -- I would say that  
10:42:43 15 we -- in 2003, my recollection is that there were a set  
10:42:51 16 of biases that were not expressed very well in clear  
10:42:55 17 guidelines that you could take to build out a set of  
10:43:01 18 rules. There were certainly sets of biases on  
10:43:06 19 approaches to compensation.

10:43:10 20 MR. HARVEY: Q. What were those biases?

10:43:12 21 A. So, for example, like many small, private  
10:43:17 22 companies, you have an understanding that the most  
10:43:21 23 valuable thing that you can offer to someone you're  
10:43:24 24 trying to hire is an opportunity to participate in a  
10:43:28 25 company that might go public. So you have a point of

10:43:32 1 view that you have some stock options. At that time  
10:43:36 2 options were universally used.

10:43:40 3 And so I would say a bias was, when you're  
10:43:42 4 thinking about making an offer, you understood that  
10:43:46 5 probably the most attractive thing you could offer was  
10:43:51 6 some stock options from a compensation perspective. So  
10:43:56 7 I would -- to me, that doesn't translate into a very  
10:44:00 8 concrete philosophy, the way you were using the term,  
10:44:02 9 but it's a clear bias in the system.

10:44:05 10 Q. Okay. Did -- when you started, did Google try  
10:44:11 11 to pay its employees fairly?

10:44:19 12 A. From my perspective, and in all of the elements  
10:44:22 13 where I led development of our pay practices, I was  
10:44:27 14 always focused on trying to pay people fairly. Of  
10:44:29 15 course.

10:44:33 16 Your fair and my fair might be different.  
10:44:34 17 That's the nature of compensation. But of course, we  
10:44:36 18 were trying to pay people fairly for, you know, for  
10:44:40 19 their value.

10:44:43 20 Q. So you said that our notions of fairness may  
10:44:48 21 differ. What did you understand fairness to mean in  
10:44:51 22 that context?

10:44:52 23 MR. RUBIN: Objection. Vague. Ambiguous.

10:44:54 24 THE WITNESS: I think it's a high-level  
10:44:55 25 question, but the way I would respond to your question

10:44:58 1 about what's fair in pay, is very simply, which is that  
10:45:03 2 a person's overall pay, which could include many  
10:45:08 3 elements, ought to reflect, overall, the value that  
10:45:11 4 they're bring to the organization. It's a sniff test.

10:45:18 5 MR. HARVEY: Q. Was a component of  
10:45:20 6 fairness, as you saw it, that two -- two equally  
10:45:27 7 valuable employees should be paid roughly the same?

10:45:30 8 A. Unfortunately, in my experience, pay practices  
10:45:33 9 are not that simple.

10:45:35 10 Just to take your very simple example, did  
10:45:39 11 those two individuals join at the same time? Have those  
10:45:43 12 two individuals progressed at the same rate? Are they  
10:45:47 13 giving the same amount of value to me in this past  
10:45:50 14 quarter, this past year, over their entire tenure at  
10:45:53 15 Google? How should I think about all of those? What's  
10:45:55 16 fair? I don't think that's a very black-and-white  
10:45:58 17 question.

10:45:58 18 So pay practices in my experience, you do try  
10:46:00 19 to develop some principles. For example, we believe our  
10:46:04 20 options is a big part of value we can offer employees.  
10:46:08 21 But then, in reality, it's a case-by-case basis. It's  
10:46:13 22 good management and attention to details and looking at  
10:46:15 23 individuals that's going to generate the most fair  
10:46:19 24 system, to use your term.

10:46:21 25 Q. So I want to focus on the first part of your

10:46:24 1 answer where you gave me examples of how two employees  
10:46:27 2 might be situated differently. And let's think about  
10:46:32 3 that for a moment.

10:46:34 4 Suppose there are two employees at Google who  
10:46:37 5 are similarly situated in every way in which you  
10:46:42 6 describe. So for example, they were hired at the same  
10:46:45 7 time, they have the same education, they're the same  
10:46:51 8 age, and they provide the same value to the company.  
10:46:55 9 Should they be paid the same?

10:46:56 10 MR. RUBIN: Objection. Calls for a  
10:46:58 11 hypothetical response. Calls for speculation.

10:47:01 12 THE WITNESS: I'm afraid that it is a  
10:47:05 13 hypothetical case. And I will -- I'll repeat, which is  
10:47:08 14 that on a case-by-case basis, you would look at those  
10:47:12 15 two individuals, and we would need to sit down and look  
10:47:14 16 at those two individuals and decide whether one factor  
10:47:19 17 in determining their pay should be each of the other two  
10:47:22 18 individuals. And that would never be the sole factor,  
10:47:26 19 of course. Because you would also be looking at how  
10:47:30 20 does the market pay these individuals. You might also  
10:47:34 21 be considering how much were they being paid before they  
10:47:37 22 joined. You might also be considering other parts of  
10:47:41 23 the company and how did this role compare to that.

10:47:46 24 So in my experience, again, there are so many  
10:47:48 25 factors that fair is a very difficult thing to define,

10:47:53 1 and you just simply have to use your best judgment as a  
10:47:57 2 manager, and you have to have your best possible list of  
10:48:01 3 guiding principles. And diligently work through, you  
10:48:04 4 know, lists of people to try to do your best to be as,  
10:48:08 5 quote, fair as possible.

10:48:10 6 MR. HARVEY: Q. And I acknowledge that  
10:48:11 7 there are other relevant concerns. But one  
10:48:13 8 component of fairness is that in examples like that,  
10:48:19 9 their compensation should be similar or comparable,  
10:48:21 10 correct?

10:48:23 11 A. I guess I'm not accepting your assertion of a  
10:48:26 12 hypothetical that they necessarily need to be similar.

10:48:29 13 It is the case that when you are looking at an  
10:48:33 14 individual's pay, one of the things you would consider  
10:48:37 15 was the pay of other similar individuals. One of many  
10:48:41 16 factors. Whether that would lead you to align that  
10:48:44 17 person's pay with those other individuals is too  
10:48:47 18 difficult to say in a hypothetical. But you would  
10:48:50 19 certainly look at that factor.

10:48:52 20 Q. Are you familiar with the term internal equity?

10:48:57 21 A. No. It's not really a term that I typically  
10:48:59 22 use.

10:48:59 23 Can you explain what you mean.

10:49:02 24 Q. So your testimony is that you've never heard  
10:49:04 25 the term?

10:49:05 1 MR. RUBIN: Objection. Mischaracterizes her  
10:49:07 2 testimony.

10:49:09 3 THE WITNESS: I said that it's not a term that  
10:49:11 4 I typically use. I don't recall its usage in parlance  
10:49:17 5 so I'm not exactly sure what -- it could mean a variety  
10:49:20 6 of things.

10:49:21 7 MR. HARVEY: Okay.

10:49:32 8 (Discussion off the record.)

10:49:41 9 MR. HARVEY: Q. I'm going to hand you  
10:49:45 10 what's been marked Plaintiffs' Exhibit 564.

10:49:48 11 (Whereupon, Exhibit 564 was marked for  
10:49:48 12 identification.)

10:50:01 13 MR. HARVEY: Q. Just let me know when  
10:50:01 14 you're ready.

10:50:02 15 I'll just say that my questions are going to  
10:50:04 16 be focused on Sheryl Sandberg's email of April 3rd on  
10:50:09 17 the second page and your response.

10:52:31 18 A. Okay. I get the gist of it. Depending on your  
10:52:33 19 question, I may have to read more. It's fairly lengthy.

10:52:38 20 Q. Sure. Sure. I appreciate that.

10:52:38 21 Why don't we start with the bottom of page 1.

10:52:41 22 A. Bottom of page 1. Yes.

10:52:48 23 Q. First, did you, in fact, send this email to  
10:52:52 24 Sheryl Sandberg and others on April 3rd, 2004?

10:52:56 25 A. I have no recollection of this email, but I

10:55:51 1 way to think of it in a commonsense way is, if that  
10:55:54 2 individual was to up and look for that very same job at  
10:55:57 3 a different company, what are the ranges of pay that  
10:56:01 4 might be possible if they were hireable in that.

10:56:04 5 Separately, I think of the internal market as  
10:56:08 6 inside the company, irrespective of how other companies  
10:56:12 7 think about that role, how does our -- how does the  
10:56:14 8 internal market value that role relative to other roles  
10:56:19 9 at Google.

10:56:21 10 Very simply put, if I looked at the pay range  
10:56:23 11 of our service associate, and I looked at the pay range  
10:56:28 12 of our engineering directors, let's say, it probably  
10:56:32 13 wouldn't make sense if the pay range of the service  
10:56:34 14 associate was the same as the pay range of the  
10:56:38 15 engineering director, right?

10:56:40 16 Somewhat of a stupid example, but the point is,  
10:56:42 17 you would think internally about these pay ranges for  
10:56:45 18 these different roles. And at some level,  
10:56:48 19 commonsensically, those pay ranges should make sense for  
10:56:52 20 the value internally of that role.

10:56:56 21 Often those two things overlap a lot, however,  
10:57:00 22 there are instances in which a specific company -- and  
10:57:05 23 I'm not really familiar in other companies that  
10:57:07 24 deeply -- but for example, at Google, where there might  
10:57:09 25 be a role that we actually value disproportionately



10:57:14 1 compared to how the outside market values it. So we  
10:57:18 2 might adjust our pay range for that.

10:57:19 3 So when I say internal market and external  
10:57:22 4 market, broadly speaking, that's what I mean.

10:57:25 5 Q. Great. Thank you for that clarification.

10:57:28 6 In the internal market, I believe you use an  
10:57:31 7 example of two employees where one has a title that  
10:57:37 8 suggests that the range should be higher than the range  
10:57:41 9 for another group of employees.

10:57:44 10 Was it important to maintain a certain  
10:57:47 11 relationship in that way? For example, if there were  
10:57:54 12 different levels to a particular category of employee,  
10:57:56 13 that employees in a lower level, when their pay went up,  
10:58:01 14 then the compensation to employees at a higher level  
10:58:05 15 would sometimes need to be adjusted to reflect that  
10:58:08 16 shift?

10:58:08 17 MR. RUBIN: Objection. Vague. Ambiguous.  
10:58:12 18 Calls for speculation.

10:58:19 19 THE WITNESS: That was a rather complicated  
10:58:20 20 question. If the question is that when you construct a  
10:58:27 21 job ladder, for example, for sales in -- sales  
10:58:34 22 associates. And this is an example of part of a job  
10:58:37 23 ladder in this email from Lourdes to Sheryl, I believe.  
10:58:45 24 For example, if you looked at these different jobs which  
10:58:49 25 are meant to be opportunities for someone to progress up

10:58:53 1 their job ladder, when you constructed the pay scales,  
10:58:56 2 you would be having a pay range that increased with  
10:59:02 3 increased responsibility as you were promoted up that  
10:59:05 4 job ladder.

10:59:07 5 It's -- I don't remember the specifics of any  
10:59:10 6 of the job ladders. I can tell you that it's not all --  
10:59:15 7 it's certainly not always clean in the sense that you  
10:59:18 8 don't have some line, if you're in this job, you're paid  
10:59:22 9 below X. There's overlap. But generally speaking, as  
10:59:25 10 you went up a job ladder, as your responsibilities grew,  
10:59:28 11 as your value grew, your pay range would also increase.  
10:59:33 12 But there would be overlaps. And also to our earlier  
10:59:38 13 conversation, there would be exceptions. Because pay is  
10:59:42 14 individual. Back to my earlier point.

10:59:45 15 MR. HARVEY: Q. It's individual, but it's part  
10:59:47 16 of this company-wide system where you're trying to  
10:59:50 17 maintain fairness in light of what you were discussing,  
10:59:53 18 the external market facts, the internal market facts,  
10:59:56 19 correct?

10:59:56 20 MR. RUBIN: Objection. Mischaracterizes  
10:59:58 21 prior --

10:59:59 22 THE WITNESS: Sorry.

10:59:59 23 MR. RUBIN: -- lengthy description.

11:00:01 24 THE WITNESS: Could you just clarify your  
11:00:02 25 question in there.

11:00:03 1 MR. HARVEY: Q. Well, sure.

11:00:04 2 So I'm -- you stated that pay is individual,  
11:00:07 3 but I want to go back to what we've been talking about  
11:00:12 4 where Google and you, in trying to create this  
11:00:16 5 compensation system, fairness was a principle that you  
11:00:19 6 used in that system, correct?

11:00:22 7 MR. RUBIN: Objection. Vague. Ambiguous.  
11:00:24 8 Mischaracterizes prior testimony.

11:00:27 9 THE WITNESS: I think when we talked about  
11:00:29 10 fairness, we actually agreed or at least I asserted that  
11:00:32 11 it was hard to define, so I'm not going to agree with  
11:00:35 12 your statement.

11:00:35 13 If your question is whether or not when you  
11:00:38 14 design pay structures for companies you think about  
11:00:40 15 bands of pay and you think about different bands of pay  
11:00:44 16 at different levels, then yes, we did that, and we tried  
11:00:47 17 to create bands of pay that reflected the role the  
11:00:50 18 individual was playing and -- and the value that they --  
11:00:54 19 that role implied.

11:00:58 20 MR. HARVEY: Q. Okay. Thanks.

11:01:00 21 Could you explain how those bands of pay, say  
11:01:02 22 for any given job ladder, what was their relationship to  
11:01:07 23 each other? So for example, you know, comparing the  
11:01:11 24 lower rungs, if I can put it that way, on the job ladder  
11:01:14 25 to the higher rungs.

11:01:17 1 MR. RUBIN: Objection. Ambiguous.

11:01:22 2 THE WITNESS: If your question is about the  
11:01:24 3 size of the, you know, percent changes between the rungs  
11:01:30 4 on a ladder or the ratios, I actually -- I'm the wrong  
11:01:33 5 person to ask. I don't remember those level of detail.

11:01:35 6 MR. HARVEY: Q. Who would be the right person  
11:01:36 7 to ask?

11:01:39 8 A. I'd have to speculate to decide at which level  
11:01:46 9 of the organization individuals would remember that. So  
11:01:52 10 I -- I mean....

11:01:54 11 Q. Well --

11:01:56 12 A. Of course I was exposed to it over time, but  
11:01:58 13 this is some time ago and I don't remember the  
11:01:59 14 specifics.

11:02:01 15 Q. Okay. Can you explain how Google evaluated the  
11:02:35 16 performance of its employees.

11:02:47 17 A. I'm not sure that I can actually explain in an  
11:02:52 18 oral statement how we evaluated our employees.

11:02:57 19 Can you break that down for me as well? That's  
11:03:00 20 like your previous, you know, initial question, very  
11:03:05 21 broad.

11:03:06 22 Q. Did Google, throughout your time there, make an  
11:03:09 23 effort to have a systematic way of evaluating its  
11:03:13 24 employees?

11:03:13 25 A. Yes. We attempted to systematically evaluate

11:03:17 1 our employees.

11:03:18 2 Q. Did those methods change during your time at  
11:03:23 3 Google?

11:03:24 4 A. Yes. Over the period of time in question, the  
11:03:28 5 methods changed in terms of how we attempted to evaluate  
11:03:31 6 our employees.

11:03:32 7 Q. Why don't we go through it.

11:03:34 8 So starting in 2003, what was Google's method  
11:03:40 9 for evaluating performance of its employees?

11:03:43 10 MR. RUBIN: Objection. Vague.

11:03:47 11 THE WITNESS: Is it possible for you to ask me  
11:03:49 12 a more specific aspect of evaluation that you're  
11:03:53 13 interested in?

11:03:54 14 MR. HARVEY: Q. Well, as it relates to  
11:03:55 15 making decisions about compensation.

11:04:00 16 MR. RUBIN: Same objection.

11:04:09 17 THE WITNESS: I'm struggling to answer your  
11:04:10 18 question when we had, you know, such a vast array of  
11:04:16 19 relevant elements, it seems to me.

11:04:18 20 Is there some particular part of how we  
11:04:21 21 evaluated people that you're interested in that I could  
11:04:24 22 address?

11:04:25 23 MR. HARVEY: Q. Yeah, why don't we get  
11:04:27 24 more specific.

11:04:29 25 Google used a point system on a one-to-five

11:04:32 1 scale, true?

11:04:36 2 A. Google had a mechanism of rating employees. I  
11:04:43 3 don't recall exactly when we put it into place, but very  
11:04:49 4 early on. And we continue to use a version of that  
11:04:54 5 system -- let's say up through the period in question.  
11:04:58 6 I'm less familiar with exactly what we're doing right  
11:05:01 7 now.

11:05:04 8 Q. Did Google use a pay system -- I'm sorry -- a  
11:05:07 9 point system for evaluation from 2003 through 2010?

11:05:15 10 A. It's my recollection that we had a point system  
11:05:23 11 in place as one part of our evaluation process  
11:05:28 12 throughout that period. Yes.

11:05:35 13 Q. And were there -- well, first, are you familiar  
11:05:39 14 with the term compensable factor.

11:05:46 15 A. No, I'm not familiar with the term compensable  
11:05:49 16 factor.

11:05:50 17 Q. The point system, was it on a one-to-five  
11:05:53 18 scale?

11:05:54 19 A. My recollection is that we had a  
11:05:58 20 one-through-five scale. I don't recall if that's still  
11:06:04 21 the case. But that's my recollection in the period in  
11:06:07 22 question.

11:06:08 23 Q. And was there -- well, I should say, who were  
11:06:14 24 the individuals who typically assigned points to  
11:06:17 25 particular employees?

11:06:20 1 MR. RUBIN: Objection. Vague.

11:06:26 2 THE WITNESS: I can't answer your question in  
11:06:27 3 terms of which named individual assigned points to which  
11:06:33 4 named Googler. What I'll do is explain that we  
11:06:37 5 attempted to have the right level of manager, so in a  
11:06:41 6 management chain, be responsible for the point assigned  
11:06:49 7 to the individuals in their chain. And that that -- who  
11:06:54 8 that correct level of individual was changed over time.

11:07:01 9 MR. HARVEY: Q. And was there a single  
11:07:02 10 point assigned to a particular employee or were  
11:07:06 11 there several factors each of which had its own  
11:07:09 12 score?

11:07:10 13 A. I'm sorry, I don't understand that last part of  
11:07:12 14 your question.

11:07:14 15 Q. So for a particular employee working for  
11:07:18 16 Google, say in 2005 --

11:07:20 17 A. Yes.

11:07:22 18 Q. -- would that employee be evaluated on this  
11:07:24 19 one-to-five scale once a year?

11:07:31 20 A. I don't recall specifically 2005, but the most  
11:07:35 21 common pattern throughout this period was that each  
11:07:39 22 individual -- most individuals would receive a rating on  
11:07:48 23 a quarterly basis. And at different times, the method  
11:07:53 24 for an annual rating was calculated either -- as an  
11:07:59 25 additional fifth rating or simply as a sum of the four

11:08:04 1 from the year.

11:08:07 2 The mechanism of determining a rating for most  
11:08:10 3 of this period was done on a quarterly basis.

11:08:15 4 Q. Okay. And typically, whenever the evaluations  
11:08:21 5 occurred, was there a single score assigned to a  
11:08:23 6 particular employee, say, you know, three or four, or  
11:08:27 7 were there several scores for a particular employee,  
11:08:32 8 each of which had its own one-to-five value?

11:08:42 9 A. I'm not sure on the mechanics in every group  
11:08:46 10 exactly, you know, what different pieces of evaluation  
11:08:51 11 went on. Generally speaking, the end result was that  
11:08:58 12 for each individual Googler for which this mechanism was  
11:09:04 13 being applied -- I say that because my recollection is  
11:09:08 14 that in some of the sales roles, the mechanism was  
11:09:12 15 different.

11:09:14 16 But generally speaking, for most individual  
11:09:16 17 Googlers, on a quarterly basis, the net result of the  
11:09:21 18 evaluation process is that they would have a single  
11:09:24 19 rating, for example, 3.2, that would reflect their --  
11:09:30 20 meant to reflect their performance in that quarter. And  
11:09:32 21 that would be one input into the performance evaluation  
11:09:38 22 system that is very complicated but we're in a specific  
11:09:42 23 piece of it at the moment.

11:09:45 24 Q. Okay. Did Google have a single company-wide  
11:10:00 25 budget for salary increases?



11:10:03 1 MR. RUBIN: Ambiguous as to time.

11:10:07 2 MR. HARVEY: Q. From when you started  
11:10:09 3 until the present time, to your knowledge.

11:10:18 4 A. I don't remember the details of how we managed  
11:10:23 5 budget relative to compensation changes, and it changed  
11:10:30 6 over time. We clearly understood that -- we definitely  
11:10:38 7 were, if you will, calculating the end result of the  
11:10:42 8 proposed compensation changes and the budget  
11:10:46 9 implications of that. I don't recall whether that was  
11:10:50 10 done constrained by a budget or as an aftereffect of,  
11:10:57 11 well, that's now in the budget. And it also was managed  
11:11:01 12 differently at different points in time.

11:11:18 13 Q. But for any given year, there was a budget for  
11:11:22 14 compensation, correct?

11:11:24 15 A. No, I don't think that that's what I'm saying.  
11:11:28 16 My point is that ultimately, after you've made the pay  
11:11:33 17 changes, of course that has implications for budget, and  
11:11:39 18 we would understand those implications. At different  
11:11:48 19 times -- the timing of whether that was determined  
11:11:55 20 apriori, or whether that was an outcome of the  
11:12:00 21 performance evaluation process varies over the time  
11:12:03 22 period in question.

11:12:08 23 Q. Maybe I'm not being clear. I'm not asking  
11:12:10 24 about the relationship between budgets and compensation  
11:12:14 25 decisions or timing or any of that. I'm just asking a

11:24:31 1 Q. Okay. Have you ever discussed or thought about  
11:24:42 2 whether, you know, Googlers choose to work for Google  
11:24:46 3 for reasons other than money or benefits?

11:24:50 4 MR. RUBIN: Objection. Overly broad. Calls  
11:24:53 5 for speculation.

11:25:05 6 THE WITNESS: The way I would answer your  
11:25:06 7 question is rather than talk about why people join, I  
11:25:08 8 would answer your question and explain why people stay.

11:25:13 9 On a routine basis, we conduct surveys of our  
11:25:17 10 existing employees, and one of the questions we ask is,  
11:25:22 11 why are you staying at Google. And the answer, in my  
11:25:27 12 time line of exposure to that, which overlaps with the  
11:25:33 13 period in question, is relatively consistent. People  
11:25:37 14 choose to stay at Google because of the cohort they get  
11:25:40 15 to work with. In other words, they enjoy their  
11:25:43 16 colleagues. Because of the quality of the -- and nature  
11:25:47 17 of the problems they get to work on. In other words,  
11:25:49 18 they get to do interesting work. And those were  
11:25:55 19 consistently the first and second factors that explained  
11:25:59 20 why they chose to stay at Google.

11:26:02 21 And then the third was broadly described as the  
11:26:05 22 work environment, which is different things to different  
11:26:08 23 people. For some people that's because they have -- we  
11:26:12 24 have mother's rooms and mother's parking. For other  
11:26:18 25 people, it's because there was laundry rooms and free

11:26:20 1 food. It depends on the individual. But in general,  
11:26:22 2 the work environment was always the third.

11:26:26 3 So that's a fact-based answer to your question  
11:26:28 4 of why people at least were choosing to stay at Google.

11:26:32 5 MR. HARVEY: Thank you.

11:27:06 6 Q. Please take a look at what's been marked  
11:27:08 7 Plaintiffs' Exhibit 551.

11:27:09 8 (Whereupon, Exhibit 551 was marked for  
11:27:09 9 identification.)

11:28:17 10 THE WITNESS: Okay.

11:28:18 11 MR. HARVEY: Q. I just want to get into  
11:28:19 12 some of the vocabulary here and just walk through  
11:28:22 13 the email.

11:28:23 14 Well, first I want to ask, who is Jeffrey  
11:28:27 15 Donovan?

11:28:31 16 A. My recollection is that Jeffrey was one of  
11:28:38 17 the -- was in our law group somewhere. I don't recall  
11:28:42 18 that he was part of the people ops organization.

11:28:58 19 Q. Okay. Did he, in fact, send you this email --  
11:29:00 20 I guess you were cc'd -- on January 19th, 2004?

11:29:05 21 A. I don't have any recollection of this email,  
11:29:07 22 but I have no reason to believe that I wasn't cc'd on it  
11:29:11 23 as this exhibit suggests.

11:29:15 24 Q. If you go to point one in his email where he  
11:29:18 25 says, "Confirm the levels for each person." Are levels

11:29:22 1 for employees a concept with which you're familiar?

11:29:30 2 A. Yes. The idea that we had employees at  
11:29:33 3 different levels is a concept I'm familiar with. I  
11:29:38 4 don't know what he's specifically referring to here.  
11:29:41 5 It's unclear. But generally speaking, we'd had  
11:29:46 6 different levels for employees. Yes.

11:29:49 7 Q. And just for clarity, I won't ask you to get  
11:29:52 8 into Mr. Donovan's mind. I'm just using this as a way  
11:29:55 9 to get your understanding of what different terms mean.

11:30:00 10 So what did -- well, how did Google level its  
11:30:07 11 employees?

11:30:07 12 MR. RUBIN: How did Google -- I'm sorry?

11:30:09 13 MR. HARVEY: It's not put very artfully.

11:30:10 14 Q. But how did Google use leveling in the sense of  
11:30:13 15 why was it relevant to compensation at Google?

11:30:20 16 A. I'll try to answer your question.

11:30:22 17 We spoke earlier about the fact that you would  
11:30:26 18 have what I refer to as a job ladder, and that  
11:30:30 19 terminology may have changed over time. But within a  
11:30:36 20 job ladder, we would typically refer to, for example,  
11:30:39 21 the lowest level position -- we would refer to those as  
11:30:44 22 levels on a ladder. So perhaps you were hired into an  
11:30:50 23 entry level position. It doesn't necessarily mean your  
11:30:54 24 first job was the bottom of the ladder.

11:30:56 25 But there would be some position at the bottom

11:30:57 1 of a ladder which reflected a level, and then I think  
11:31:02 2 sometimes it was called zero and sometimes one. I don't  
11:31:05 3 recall, and I think it changed over time. But, you  
11:31:07 4 know -- and then it was numbered for ease of  
11:31:11 5 understanding that if you discussed a specific role, you  
11:31:16 6 could understand that that role was at a specific level  
11:31:19 7 on a certain job ladder.

11:31:25 8 Q. Okay. And the concept of -- well, scratch  
11:31:29 9 that.

11:31:34 10 In the second point, he says, "Place unmatched  
11:31:37 11 people into a level and give them a salary range."

11:31:42 12 Did -- or were there occasionally employees at  
11:31:46 13 Google who weren't put into a level that Google  
11:31:49 14 identified and then figured out where to put them?

11:31:52 15 A. Again, I don't remember January of 2004 very  
11:31:56 16 well. What I do remember is that we needed to create  
11:32:05 17 sets of these -- as we created new roles in the company,  
11:32:11 18 we needed to create job ladders and we typically had  
11:32:14 19 levels of them. And it would certainly be the case in  
11:32:19 20 January 2004 that on a regular basis, we would be  
11:32:23 21 creating new group -- entire new groups for the company  
11:32:28 22 which would imply new roles and would imply new ladders  
11:32:34 23 and new levels, and it would certainly be the case that  
11:32:37 24 those might be pre-populated, if you will.

11:32:40 25 So there would be employees who were performing

11:32:43 1 those roles ahead of us actually figuring out that we --  
11:32:47 2 what the new job ladder would be and where the role sat  
11:32:52 3 on it and levels and so on.

11:32:53 4 So the question of whether or not an individual  
11:32:56 5 employee at some time may have existed in this period  
11:33:00 6 and not have had a clear level or role for some period  
11:33:05 7 of time, I think that's certainly the case, yes.

11:33:19 8 Q. In point 2b, he says, "Include" -- I'm sorry.  
11:33:23 9 He says, "Move people to new levels where they  
11:33:28 10 wrongfully skew the data for that level."

11:33:33 11 In your experience at Google, were there  
11:33:35 12 individuals who were leveled improperly such that they  
11:33:37 13 skewed the data?

11:33:41 14 A. I don't know what he means by "skew the data"  
11:33:44 15 so I'm not going to try to interpret. Let me answer  
11:33:47 16 your question about whether or not we ever had  
11:33:50 17 individuals who were misleveled.

11:33:53 18 The answer to that question is, yes. Which is  
11:33:57 19 that you would hire individuals, and you would hire them  
11:34:01 20 into a certain role. And based on the interview process  
11:34:06 21 and our anticipation of the value that they would add to  
11:34:11 22 the company, we would slot them into a specific level.

11:34:15 23 It's -- it did happen on occasion where we  
11:34:18 24 simply guessed wrong, right? The interview process is  
11:34:22 25 well understood to be an imperfect process. And the

11:34:33 1 topic would come up when in a matter of the standard  
11:34:37 2 review process you would look at an individual and the  
11:34:41 3 comment would be that we hired this person and we  
11:34:45 4 misleveled them, which implied that the person should  
11:34:49 5 get moved up or down a level because now that we  
11:34:54 6 understand the value that they bring and the work that  
11:34:56 7 they can really do, we've placed them in the wrong --  
11:35:00 8 essentially we put them in the wrong job category and we  
11:35:03 9 need to change that. That's my memory of where the term  
11:35:06 10 would come up.

11:35:13 11 MR. RUBIN: Dean --

11:35:13 12 MR. HARVEY: Yep.

11:35:13 13 MR. RUBIN: -- I think it's a good time for a  
11:35:15 14 break and I actually have to go to the restroom.

11:35:17 15 MR. HARVEY: Well, I have no objection to that,  
11:35:18 16 so....

11:35:19 17 MR. RUBIN: Okay. Good.

11:35:19 18 MR. HARVEY: All right.

11:35:20 19 THE VIDEOGRAPHER: The time is 11:35 a.m.

11:35:25 20 We're going off the record. This is the end of video  
11:35:29 21 No. 2.

11:35:35 22 (Recess taken.)

11:50:12 23 THE VIDEOGRAPHER: This is the beginning of  
11:50:14 24 video No. 3 in the deposition of Shona Brown. The time  
11:50:17 25 is 11:50 a.m.

05:11:20 1 Q. When did Facebook [sic] begin entertaining the  
05:11:34 2 idea of doing a company-wide raise that was referred to  
05:11:39 3 internally as the big bang?

05:11:43 4 A. Did you mean to say Google?

05:11:45 5 Q. Yes, I did. Thank you. Sorry, it's getting  
05:11:47 6 late.

05:11:53 7 A. What we typically -- or what we have referred  
05:11:54 8 to as big bang is when we announce a series of actions,  
05:12:03 9 most notably the 10 percent salary increase. And that  
05:12:07 10 is -- I forget the exact date, to be honest, but it is  
05:12:12 11 really an end point in an evolution. It's best  
05:12:16 12 understood if you look at our compensation over time.  
05:12:18 13 We start as a very small company offering, some might  
05:12:22 14 say, too small salaries. We're always meritocratic.  
05:12:30 15 There's some cash bonus in there, but our biggest  
05:12:34 16 offering from a compensation perspective is our options  
05:12:37 17 at that time.

05:12:38 18 As we become a public company, as the relative  
05:12:41 19 rate of growth of our stock price, right, is -- is less  
05:12:44 20 for newer employees coming in, we, like many other  
05:12:48 21 companies, the nature of our compensation package, in  
05:12:51 22 terms of what's attractive, starts to change.

05:12:54 23 We're also serving our employees throughout  
05:12:56 24 this period. And as you go from a small com -- startup  
05:13:01 25 where everyone joining you has -- well, most people



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[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED].

So the outcome of that was a decision to actually look at that and for -- the only incident I can recall when we unilaterally, in other words, without a performance orientation to it, we looked across the whole company, and we said we're going to give a 10 percent -- it doesn't -- it was a percentile but still, we gave it to everybody. A 10 -- at least I recall it being everybody. A 10 percent raise and --

[REDACTED]

[REDACTED]. So from a responsibility perspective of thinking about our -- you know, as a management team, it wasn't a silly thing to do.

And what's interesting is the value that you would get in terms of employees appreciating that, we

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

That's the orientation behind it, and that leads up to what's commonly called big bang or the announcement of our -- our wage increase across the company.

To my knowledge, it's the only time we did anything, you know, across everybody that wasn't performance oriented and case by case and so on.

MR. HARVEY: Q. If you could please take a look at Exhibit 625.

(Whereupon, Exhibit 625 was marked for identification.)

MR. HARVEY: Q. And I'm only going to ask you about Jonathan Rosenberg's email towards the top and your response.

A. Jonathan Rosenberg's -- oh, wait. Sorry. I just want to see what's up.

Q. Sure.

A. Okay.

Q. Did you write this email to the OC -- I'm sorry -- to Jonathan Rosenberg copying the OC and Bill Campbell on October 9th, 2010?

A. Yes. I don't recall the email, but it looks to

05:16:39 1 be an email from me to Jonathan in October 2010. Yes.

05:16:44 2 Q. Okay. Starting with your email, what were you  
05:16:49 3 referring to when you wrote, "The well-known downside of  
05:16:52 4 what we have chosen to do"?

05:17:01 5 A. I -- I don't remember what I'm referring to,  
05:17:03 6 but in the context of Jonathan's email below, I'm  
05:17:07 7 speaking to this point that we discussed earlier, which  
05:17:10 8 is that when you are choosing to counteroffer at times,  
05:17:16 9 even if you're thoughtful about it, if it starts to be  
05:17:20 10 understood, you know, in pockets of the company or just  
05:17:22 11 people start to feel like that's happening, you're going  
05:17:25 12 to create some concerns about, well, if I'm not somebody  
05:17:30 13 who's sought to leave the company and I haven't,  
05:17:32 14 therefore, gotten a counteroffer, am I being treated  
05:17:35 15 fairly in terms of the compensation that I get relative.

05:17:39 16 Now, they may not know the details, but their  
05:17:43 17 gossip is usually worse than reality, right? So that's  
05:17:46 18 the point that I'm -- I -- I expect I'm alluding to  
05:17:48 19 there.

05:17:49 20 Q. Okay. And -- well, could you explain what you  
05:17:56 21 meant by the sentence, "And hope that big bang and other  
05:18:02 22 efforts we take short circuits the whole loop  
05:18:05 23 dramatically causing less people to seek other offers in  
05:18:10 24 the first place"?

05:18:11 25 A. Yes. I would -- I mean, this is consistent

05:57:24 1 that we actually used outside compensation consultants,  
05:57:27 2 but what he's suggesting is that this is reliable  
05:57:32 3 information about the planned budget. It's not clear to  
05:57:34 4 me at all that a Googler actually called up, you know,  
05:57:36 5 an Amazon person to accomplish this. It's unclear from  
05:57:40 6 the way he's expressed it.

05:57:42 7 MR. HARVEY: Q. When he says we called tech  
05:57:44 8 companies, is there anything unclear about that?

05:57:46 9 A. I --

05:57:46 10 MR. RUBIN: I think that's what she's telling  
05:57:47 11 you. So objection. Argumentative. Not listening to  
05:57:51 12 the answer.

05:57:55 13 THE WITNESS: I'll just repeat that my  
05:57:57 14 interpretation in an email like this at a summary level  
05:58:00 15 when he says, we called tech companies, he's simply  
05:58:03 16 trying to say that we have access to information that we  
05:58:06 17 believe reliably comes from those companies directly  
05:58:09 18 that this is their planned budgets. I don't know how he  
05:58:12 19 went about getting the information.

05:58:13 20 The context for this is the economy -- the  
05:58:16 21 state of the economy in the fall of 2008 and trying to  
05:58:19 22 understand whether or not other companies are thinking  
05:58:22 23 it's appropriate when you have increasing portions of  
05:58:26 24 the U.S. getting laid off, et cetera, to have the  
05:58:30 25 technology sector giving increases and what is

05:58:32 1 appropriate.

05:58:33 2           It's -- it's -- it is common practice, across  
05:58:36 3 compensation consultant firms to understand, you know,  
05:58:39 4 what the sort of average salary increases -- the  
05:58:44 5 information is usually dated but what the average salary  
05:58:47 6 increases are to keep up with the increased cost of  
05:58:50 7 living, et cetera. So that's the context in which this  
05:58:51 8 is being presented.

05:58:53 9           MR. HARVEY: Q. Can you identify a single  
05:58:56 10 survey or a single consulting company that would provide  
05:59:00 11 company-specific merit budgets that are --

05:59:07 12           A. I don't --

05:59:07 13           Q. -- yet to be finalized in one case?

05:59:11 14           A. No, I don't know the de -- as I say, I don't  
05:59:12 15 know the details of how he put together this  
05:59:14 16 information.

05:59:14 17           Q. Well, I'm just asking you, apart from the  
05:59:16 18 document, can you identify a single survey company or  
05:59:20 19 consultancy that would provide this kind of information  
05:59:24 20 to Google?

05:59:25 21           A. I don't have a good memory of exactly -- it's  
05:59:25 22 been a while since I've actually looked at specific  
05:59:29 23 survey data by survey companies and what they're able to  
05:59:32 24 provide at what level. So I can't tell you that.

05:59:34 25           Q. Okay. How did Google determine the pay ranges

05:59:55 1 that we described earlier -- I'm sorry, that you  
05:59:58 2 testified about earlier?

06:00:04 3 A. I'll answer the question of how pay ranges were  
06:00:07 4 created at a very high level because I think the details  
06:00:10 5 of how that's done probably changes over the time period  
06:00:13 6 in question.

06:00:16 7 But these components are probably a part of it  
06:00:19 8 and, again, I'm -- I'm probably a bit too far above it  
06:00:22 9 to give you the specifics. But one is that you would  
06:00:25 10 attempt to understand, for all of the roles in your  
06:00:29 11 company, how they matched to roles in the -- outside in  
06:00:33 12 the market. So usually third parties are involved to  
06:00:37 13 help companies with this process, but what you're trying  
06:00:40 14 to understand is, if you will, a role match.

06:00:43 15 Sometimes you have roles inside your company  
06:00:45 16 where that's very difficult to do. You just don't hire  
06:00:48 17 the same type of people to do the same type of job. But  
06:00:52 18 generally speaking, what you're trying to understand is,  
06:00:53 19 for somebody who is in this role, what are other  
06:00:57 20 companies paying people who do this kind of work. So  
06:01:00 21 that's one data point that you would use.

06:01:05 22 The term that's often used in reference to  
06:01:07 23 that, and I don't know if we still use it, is a market  
06:01:10 24 reference point. And that's -- that's meant to be  
06:01:13 25 describing a -- and it's different for different

06:01:17 1 types -- different parts of pay, but it's meant to be  
06:01:20 2 describing either a mean or median associated with that  
06:01:23 3 external market and that role.

06:01:26 4           The second part of your pay structure is,  
06:01:29 5 though, then looking internally, right? And you're  
06:01:33 6 trying to understand, okay, the outside world thinks of  
06:01:37 7 this role in the following way. Terrific. Is that  
06:01:39 8 entirely consistent with how we think about that role?  
06:01:43 9 Would we hire the very same types of people? Would we  
06:01:46 10 have them do really the very same types of work? Would  
06:01:49 11 we value them in the very same way? If that's the case,  
06:01:52 12 your pays -- your pay range might actually match  
06:01:54 13 perfectly that pay range that is reflected in the  
06:01:57 14 aggregate external market data. If it's not, it will  
06:02:01 15 differ.

06:02:03 16           And in Google's case, you know, there were some  
06:02:05 17 areas where it would be more consistent with external  
06:02:07 18 and some areas where it wasn't. So you'd use that  
06:02:11 19 information as well.

06:02:12 20           And then another input would be, okay, great.  
06:02:17 21 We understand pay ranges. We've just compared ourself  
06:02:19 22 to some companies who give no stock, say. Or maybe they  
06:02:23 23 have defined benefit plans and we don't, right? So you  
06:02:26 24 have to take into account the other elements of pay as  
06:02:29 25 well and factor that into whether or not it's an apples

06:02:31 1 to apples as you think about your pay structure that  
06:02:34 2 you're creating.

06:02:38 3 So at a high level -- now, exactly, you know,  
06:02:41 4 how we did all of those steps, I think it changes a lot,  
06:02:45 5 you know, over time. It changes as we get bigger, more  
06:02:48 6 complex, et cetera. But generally speaking, those would  
06:02:50 7 be inputs into -- it's my understanding of how you would  
06:02:53 8 think about creating pay bands.

06:02:56 9 Q. And would your answer stay the same for how  
06:03:00 10 Google would determine range minimums and maximums?

06:03:07 11 A. I think my answer is consistent with the  
06:03:10 12 creation of pay bands, which for me, that includes mins  
06:03:15 13 and maxes, as well as probably some sense of either a  
06:03:19 14 median or a mean, whichever approach you're using.  
06:03:22 15 People use different ways of doing it.

06:03:43 16 MR. HARVEY: I think that's the end of my  
06:03:48 17 questions on the current documentary record.

06:03:50 18 Unless you have any questions?

06:03:52 19 MR. RUBIN: We don't have any questions.

06:03:53 20 So as I said in my letter to you on I think the  
06:03:57 21 25th, either when your questions end or when seven hours  
06:04:01 22 end, the deposition's closed, we know that there's a  
06:04:03 23 pending motion to compel. And as we said, although the  
06:04:07 24 deposition is closed, if you are successful in that  
06:04:09 25 motion and you come to us with particular documents that



06:04:11 1 you think it's imperative for you to be able to ask  
06:04:17 2 Ms. Brown additional questions, we'll take that under  
06:04:19 3 advisement. But we reserve the right to take the  
06:04:23 4 position that the deposition continues to be closed.

06:04:24 5 MR. HARVEY: Well, I disagree that the  
06:04:26 6 deposition is closed. From plaintiffs' perspective, the  
06:04:29 7 deposition will remain open pending the result of our  
06:04:31 8 motion to compel.

06:04:32 9 I understand you're reserving all your  
06:04:34 10 objections, but I want to make that clear for the  
06:04:34 11 record.

06:04:35 12 MR. RUBIN: Right. And we just are invoking  
06:04:37 13 the Federal Rules of Civil Procedure that says seven  
06:04:39 14 hours. You're ending, I think, at 6.54, so....

06:04:41 15 You do have six more minutes, but, otherwise,  
06:04:43 16 the deposition is closed if you have no more questions.

06:04:47 17 MR. HARVEY: Again, I'll just reiterate that  
06:04:51 18 our position is that the deposition is not closed. I  
06:04:53 19 disagree with your characterization that a fixed seven  
06:04:58 20 hours would be the extent of what we would be entitled  
06:05:02 21 to on these facts and on these documents.

06:05:04 22 MR. RUBIN: Okay. Well, I think our letter  
06:05:06 23 exchanges speak to our respective positions, so....

06:05:09 24 With that, the deposition is closed from  
06:05:11 25 Google's perspective and thank you.

1 I, Gina V. Carbone, Certified Shorthand  
2 Reporter licensed in the State of California, License  
3 No. 8249, hereby certify that the deponent was by me  
4 first duly sworn and the foregoing testimony was  
5 reported by me and was thereafter transcribed with  
6 computer-aided transcription; that the foregoing is a  
7 full, complete, and true record of said proceedings.

8 I further certify that I am not of counsel or  
9 attorney for either of any of the parties in the  
10 foregoing proceeding and caption named or in any way  
11 interested in the outcome of the cause in said caption.

12 The dismantling, unsealing, or unbinding of  
13 the original transcript will render the reporter's  
14 certificates null and void.

15 In witness whereof, I have hereunto set my  
16 hand this day: February 1, 2013.

17 \_\_\_\_\_ Reading and Signing was requested.

18 \_\_\_\_\_ Reading and Signing was waived.

19 \_\_\_X\_\_\_ Reading and signing was not requested.

20

21

22

23

\_\_\_\_\_  
GINA V. CARBONE

24

CSR 8249, RPR, CCRR

25

Page Line

58 16

Change: from "also was running." to "also was running starting."

Reason: last word of sentence accidentally omitted from transcript

205 19

Change: from "adjuster" to "gesture"

Reason: incorrect word in transcript

207 21

Change: from "do-not policy" to "do-not call policy"

Reason: word policy accidentally omitted from transcript

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Change: \_\_\_\_\_

Reason: \_\_\_\_\_

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SES Subject to the above changes, I certify that the transcript is true and correct.

\_\_\_\_\_ No changes have been made. I certify that the transcript is true and correct.

  
(signature)

March 26/2013  
(date)